

**From:** Iliyas Khrapunov <IKhrapunov@sdg.ch>  
**Sent:** Wednesday, May 22, 2013 4:37 AM  
**To:** Berengere Perez-Pelletier  
**Cc:** Dan Ridloff; Felix Sater; Arnie Herz; Iliyas Khrapunov; Nicolas Bourg; Kevin Meyer; Marc Gilliéron  
**Subject:** Re: County Mall:

Hi Berengere,

Thats ok as the funds are available and also Triadou will be owner and SDG will own it untill we will sell Triadou to a canadian investor who wants to buy the entity with its loans and assets buy in 1 month time. So for the moment it will be SDG as the owner.

Regards,

Iliyas

Sent from my iPhone

On 22 May 2013, at 10:30, "Berengere Perez-Pelletier" <bpp@chabrier.ch> wrote:

All,

**I. STRUCTURE:**

I remind you that the ownership structure is as follows:

M. Glatz owns 100% of Greencos SA

Greencos SA owns 97% of SDG Capital SA

[the other 3% are owned by N. Garnier but I told last week that he is selling his shares to Mr. Glatz or SDG Capital SA –this is in progress and discussion].

SDG Capital SA owns 100% of Triadou SPV SA.

Considering the above, Mr. N. Garnier should not be mentioned in any of the contracts. Additionally, please note that the board members of SDG Capital SA are:

- Mr. Glatz
- Mr. Katz
- Mr. Gilliéron

(they signed jointly).

**II. KYC:**

NB/KM: To get SDG Capital SA financial statements

DR: To send completed and revised questionnaire

BPP: To get Mr. Glatz tax returns + questionnaire upon receipt

**III. Contracts:**

I had a quick look to the agreements provided by Arnie and have the following comments:

- Indemnity and guaranty agreement

Iliyas, could you please confirm that Mr. Glatz agrees to be Indemnitor and accepts to guarant the USD 22,3M loan ?

- Security Agreement/Allonge to promissory note:

Who will represent Tri-Count Mall Investors LLC?

Which company will own Tri-Count Mall Investors LLC?

Rgds,

Béregère



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**De :** Berengere Perez-Pelletier

**Envoyé :** mercredi 22 mai 2013 09:29

**À :** 'Dan Ridloff'; Felix Sater; Arnie Herz

**Cc :** 'Iliyas Khrapunov'; Nicolas Bourg; Kevin Meyer; Marc Gilliéron

**Objet :** County Mall: Questionnaire

Dan,

As per your request, I highlighted and commented the questionnaire.

Information in yellow is information you should complete and comments are to be discussed with the Lender as most of the terms are not defined.

For your information, Mr. Glatz did not answered yet to my email by which I asked his tax returns.

Rgds,

Béregère Perez Pelletier

Attorney-at-Law

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